

Exhibit C

Ltr. from J. Hughes, Esq. to E. McKeen, Esq. and M. Dale, Esq. (July 24, 2020)

Milbank

JOHN J. HUGHES III

Special Counsel

55 Hudson Yards | New York, NY 10001-2163

T: 212.530.5127

Jhughes2@milbank.com | milbank.com

July 24, 2020

VIA EMAIL

Elizabeth L. McKeen, Esq.
O'Melveny & Myers LLP
610 Newport Center Drive, 17th Floor
Newport Beach, CA 92660

Margaret A. Dale, Esq.
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036

Re: July 9, 2020 Meet-and-Confer: Pensions Discovery Requests

Counsel:

We write on behalf of Ambac Assurance Corporation ("Ambac") to memorialize and follow up on our telephonic meet-and-confer on July 9, 2020 (the "July 9 Meet-and-Confer") concerning *Ambac Assurance Corporation's Motion to Compel Pensions Discovery* [ECF No. 7505] and *Ambac Assurance Corporation's Motion for Entry of an Order Authorizing Discovery Under Bankruptcy Rule 2004 Concerning Pension Liabilities* [ECF No. 7507] (together, the "Pensions Discovery Motions").¹

During the July 9, 2020 Meet-and-Confer, the Parties discussed the Oversight Board's July 7, 2020 letter (the "July 7 Letter"), which addressed the additional requests that Ambac attached to its May 15, 2020 letter (the "Supplemental Pensions Requests"). The Parties also discussed Ambac's July 8, 2020 email to the Government Parties, which identified specific documents Ambac is seeking.

For ease of reference, a list of the outstanding prioritized requests under the Pensions Discovery Motions is attached hereto as **Exhibit A**. The list is not meant to be exhaustive, but rather summarizes the specific items Ambac has identified over the last two months of meet-and-confers concerning pensions discovery.

Supplemental Pensions Requests

During the July 9 Meet-and-Confer, Ambac thanked the Board for providing in its July 7 Letter a list of previously produced documents that the Board believes are responsive to Supplemental Pensions Requests 1-4, but noted that Ambac does not believe that these documents

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Pensions Discovery Motions.

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cover all of Supplemental Pensions Requests 1-4. The Board stated that it is in the process of identifying additional documents responsive to Supplemental Pensions Requests 1-4, and would identify additional documents to Ambac.

The July 7 Letter noted that the Board would produce non-privileged responsive documents, including documents exchanged between the Oversight Board and its advisors, as well as those exchanged between the Retiree Committee and its advisors. The Board stated that it expects to finish its production by the end of July and will provide a privilege log shortly after the production is completed.

With regard to Supplemental Pensions Request 5, the Board advised that it has produced all documents underlying Ernst & Young's PROMESA Section 211 Report on the Puerto Rico Retirement Systems. Ambac asked whether there were additional documents provided to Ernst & Young but not relied upon in the report. The Board agreed to check on this with Ernst & Young.

Ambac asked about communications. The Board suggested that a communications review would be burdensome, but agreed to consider the request.

Pensions Discovery Motions

On July 8, 2020, Ambac sent the Government Parties an email describing additional documents that fall under the Rule 2004 pensions requests (the "July 8 Email", attached hereto as **Exhibit B**). The Parties discussed the issues raised therein as follows on the July 9 Meet and Confer:

Rule 2004 Request No. 7: While AAFAF advised that many of the materials responsive to Request No. 7 have already been produced, Ambac stated that it has identified almost no documents from 2017 and beyond. AAFAF agreed to identify these documents. AAFAF also suggested that the large production sent on July 9, 2020 may include these materials, and offered to provide additional guidance regarding responsive documents included in that production more generally.

Ambac inquired as to specific documents that have not yet been produced, such as the 2017 Milliman actuarial report for JRS and the 2018 and 2019 Milliman actuarial reports for all retirement systems. AAFAF advised that these reports may still be pending, and that it would ask Milliman when it expects the reports to be finalized.

AAFAF indicated that it would consider producing communications regarding the Milliman valuation reports, and suggested that Ambac identify specific areas of the valuation reports that are of interest. AAFAF noted its offer from previous meet-and-confers to arrange a meeting with Milliman directly, which Ambac stated it is still considering.

Rule 2004 Request No. 10: With respect to Ambac's request for information pertaining to the Register required by Act 106, AAFAF stated that the Register may not exist in the specific

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manner laid out in Act 106, but that AAFAF believes ERS has the data to capture what Ambac is generally seeking. AAFAF agreed to follow up with ERS about this request.

AAFAF also stated that many of the additional documents Ambac requested in the July 8 Email have already been produced or are publicly available. AAFAF agreed to identify relevant documents that are contained in prior productions, including circular letters and account statements. AAFAF also agreed to further meet and confer regarding production of other documents requested by Ambac, such as account opening statements and documents describing the structure and character of the PayGo accounts

With regard to liquid assets transferred to the Treasury as required by Act 106, AAFAF stated that \$190 million were transferred in July 2017, and that there have been no other asset transfers due to the pending Title III case and litigation with bondholders. In terms of models that estimate expected PayGo payments, AAFAF explained that modeling may not extend through 2020, but that it would confer with ERS regarding what is available. Please advise on the status of AAFAF's discussions with ERS.

Ambac also inquired in its July 8 Email about dynamic spreadsheets that Milliman may have used in developing the actuarial reports. AAFAF advised that such spreadsheets might be proprietary work product, and therefore that Milliman may not be willing to produce them. AAFAF agreed to confer with Milliman about what information might be available. AAFAF also agreed to look for any documents that discuss a "cash out" option for participants that leave the system, and any analyses or models regarding the effect of such an option on total pension liability.

Rule 2004 Request No. 13: AAFAF advised that ERS issued new instructions for how benefit payments would be made through the PayGo System, and that these instructions may have already been produced. AAFAF offered to identify the instructions in addition to other responsive, previously-produced documents that fall under this request (including, for example, policies and procedures surrounding pensions liability requirements).

Rule 2004 Request No. 22: AAFAF advised that it would produce 2018 census data during the week of July 13. AAFAF also advised that it would discuss the data with ERS, in order to determine whether the information exists in the form Ambac expects. For example, AAFAF noted that retirement system invoices likely capture who was paid and how much they were paid. Ambac responded that it would be helpful to understand the extent to which this information is kept in a different form, as well as what information does not exist at all. AAFAF also suggested that ERS may be able to generate certain information that is not included in the census data.

Rule 2004 Request No. 23: AAFAF stated that it is waiting for ERS's general counsel to provide information about the individuals who are involved in investigating fraudulent pensions claims. AAFAF indicated that it would follow up with the general counsel.

On July 21, 2020, AAFAF made a production, which Ambac is in the process of reviewing.

* * *

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Margaret A. Dale

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The Parties agreed to hold another meet-and-confer on the Supplemental Pensions Requests and other outstanding issues. We will reach out during the week of July 27 to schedule the meet-and-confer. We thank you for your continued assistance with this matter.

Very truly yours,

/s/ John J. Hughes, III

John J. Hughes, III

cc: Atara Miller, Esq., Milbank LLP
Grant Mainland, Esq., Milbank LLP
Andrew K. Glenn, Esq., Kasowitz Benson Torres LLP
Olga Lucia Fuentes Skinner, Esq., Kasowitz Benson Torres LLP

EXHIBIT A

PRIORITIZED PENSIONS DISCOVERY REQUESTS²

Motion to Compel Pensions Discovery

***Motion to Compel Request No. 4:** All models, documents, and actuarial reports supporting the calculation of the pension benefit and administrative cost projections in the October 2018 Fiscal Plan.*

- Modeling underlying pension payment amounts, including documents related to the proposed 10% reduction in the aggregate benefit payments under Section 16.22 of the 2019 Fiscal Plan.

Rule 2004 Concerning Pensions Discovery

***Rule 2004 Request No. 7:** All documents, communications, studies, data and/or analyses concerning the actual, audited, and updated benefit payments data that supports to hard-coded benefit payments amounts in the fiscal plan pension model.*

- Additional database records that support pension benefit payments – particularly those documents that show how pension benefit payments are tracked and how that tracking is maintained.
- Documents utilized by AAFAF in funding pension payments in FY 2018, 2019, and 2020, and that provide information regarding determination of who to pay, when, and in what amounts.
- Documents provided to AAFAF and/or the Oversight Board regarding pension payments in FY 2018, 2019, and 2020, including but not limited to schedules, worksheets, models, and instructions.
- Communications regarding pension payments in FY 2018, 2019, and 2020.
- Communications between the Commonwealth, the Oversight Board, AAFAF, ERS, TRS, JRS, and/or Milliman regarding the 2016 and 2017 Milliman actuarial valuation reports for ERS, TRS, and JRS.

***Rule 2004 Request No. 10:** All documents, studies, and/or data used to determine or calculate pension benefit obligations for all Pension Systems' members or their beneficiaries.*

- The Register of participants, beneficiaries, and retirees that the Commonwealth is required to create and maintain under Act 106, and all underlying information relied upon in connection with the creation and maintenance of the Register.
- Documents concerning (1) liquid assets transferred by the Systems to the Treasury, as required by Act 106; and (2) PayGo payments for the period of July 1, 2017 through June 30, 2020.
- Documents, models, or analyses used to estimate the expected level of PayGo payments for fiscal years 2017 through 2020.
- Documents, models, or analyses used to estimate the ERS and TRS legacy liabilities as of June 30, 2017 or periods thereafter.
- Documents, models, or analyses, including but not limited to dynamic spreadsheets or charts, underlying all of the figures provided in the Milliman valuation reports.
- Account-opening documents and bank account statements for the PayGo System accounts.

² A discussion of the meet-and-confer process with regard to these requests can be found in Ambac's letters to the Government Parties from May 15, 2020, June 9, 2020, and June 18, 2020.

- Documents regarding any actuarial adjustments impacting total pension liability as of June 30, 2017 or periods thereafter.
- Documents that discuss whether there is a “cash out” option for prior or current plans and, if so, the number of employees that have decided to cash out and documents concerning any analysis undertaken to account for the cash out option.

Rule 2004 Request No. 13: *All documents and communications concerning any guidelines, policies, procedures, practices, rules, staff instructions, or standards applicable to the Pension Systems or used by the Pension Systems that relate to the determination, analysis, or review of the Pension Systems’ pensions liabilities.*

- Records relating to the implementation of guidelines, policies, or procedures surrounding pension eligibility requirements, such as:
 - Documents sufficient to identify the eligibility of each pensioner for benefits.
 - All documents setting forth the pension eligibility requirements for each pension program.
 - Documents concerning death and survivor benefits and eligibility.
 - Documents concerning rejection of pension claims and/or revocation of pension benefits for failure of an individual to meet eligibility requirements.
 - Documents concerning audits of eligibility requirements.

Rule 2004 Request No. 22: *Documents sufficient to show Pension Systems’ member census data, including the number of active, retired, disabled, and terminated vested members or beneficiaries and the place of residence, average age, average salary, average creditable service, and average monthly benefits received for members in each such category.*

- Documents sufficient to identify the position held and the length of tenure for each pensioner.
- Full census data and plan participant data as of June 30, 2017 for each System.

Rule 2004 Request No. 23: *All documents, communications, studies, data, and/or analyses concerning pension payments or claims determined or alleged to be fraudulent.*

- All documents concerning fraudulent pension claims, including but not limited to:
 - Documents sufficient to identify policies and procedures to prevent fraudulent pension claims.
 - Documents sufficient to identify the individuals responsible for identifying and investigating fraudulent pension claims.
 - Any whistleblower complaints concerning pension payments or claims alleged to be fraudulent.
- Documents sufficient to show the cost paid by the Commonwealth for the last two full audits of each public pension system.

Ambac Supplemental Pensions Requests

Supplemental Pensions Request No. 1: *All documents concerning the Pension Reserve Trust, including its establishment, funding, management, terms for the deposit and withdrawal of funds, projected investment guidelines and investment returns, and its non-impairment covenant.*

Supplemental Pensions Request No. 2: All documents concerning proposed contributions to the Pension Reserve Trust, including Base Contributions, actual primary surplus contributions, projected Fiscal Plan primary surplus contributions, and any discretionary contributions by the Government permitted under the proposed Plan of Adjustment.

Supplemental Pensions Request No. 3: All documents concerning the Pension Reserve Fund described in the Retiree Committee PSA, including its establishment, funding, management, terms for the deposit and withdrawal of funds, projected investment.

Supplemental Pensions Request No. 4: All contracts and/or agreements concerning management of the Pension Reserve Trust and/or Pension Reserve Fund, including contracts and/or agreements between pension plan and plan participants, or between the pension plan and managers, trustees, and/or fiduciaries.

Supplemental Pensions Request No. 5: All documents, communications, studies, data, and/or analyses prepared for or relied upon in connection with the PROMESA Section 211 Report on the Puerto Rico Retirement Systems, dated September 2019, prepared by Ernst & Young.

EXHIBIT B

From: Paslawsky, Alexandra
To: Stafford, Laura; Pocha, Madhu; Dalsen, William D.; McKeen, Elizabeth L.; Roth, Joseph L.; Holm, Richard; Friedman, Peter; Pavel, Ashley; Dale, Margaret A.
Cc: Miller, Atara; Mainland, Grant; Hughes, John; O'Reilly, Elizabeth; Andrew K. Glenn; Olga Lucia Fuentes Skinner; Rosen, Jackie
Subject: RE: PR - Pensions Discovery Motions
Date: Wednesday, July 8, 2020 12:33:25 PM

Counsel,

Thank you for your letter dated July 7, 2020. We are in the process of reviewing the documents you identified in response to Supplemental Pensions Requests Nos. 1-4, and will consider your offer to coordinate a call between Ambac and the Retiree Committee regarding the Committee's privilege assertions.

In order to further assist in your response to our outstanding pensions requests, we have sought to further identify relevant materials we are seeking, as set forth below.

- **Rule 2004 Request No. 7:** *All documents, communications, studies, data and/or analyses concerning the actual, audited, and updated benefit payments data that supports to hard-coded benefit payments amounts in the fiscal plan pension model.*
 - We have previously requested the modeling underlying pension payments amounts. Below is a specific example of documents covered by our request:
 - Underlying documents related to the proposed 10% reduction in the aggregate benefit payments under Section 16.2.2 of the 2019 Fiscal Plan.
 - We are seeking documents, including but not limited to source data and/or payment instructions, utilized by AAFAF in funding pension payments in FY 2018, 2019 and 2020, that provide information regarding the determination of who to pay, when, and in what amounts.
 - We are seeking documents, including but not limited to schedules, worksheets, models, and instructions, provided to AAFAF and/or the Oversight Board regarding pension payments FY 2018, 2019, and 2020. We are also seeking communications regarding the same and are open to discussing appropriate search terms and time restrictions for an email review.
 - We are also seeking communications between the Commonwealth, Oversight Board, AAFAF, ERS, TRS, JRS, and/or Milliman regarding the 2016 and 2017 Milliman actuarial valuation reports for ERS, TRS, and JRS. We are open to discussing appropriate search terms and time restrictions for an email review.
- **Rule 2004 Request No. 10:** *All documents, studies, and/or data used to determine or calculate pension benefit obligations for all Pension Systems' members or their beneficiaries.*
 - We have previously asked for all underlying data used to calculate the Commonwealth's pension benefit obligations. Below are specific examples of documents covered by our request:
 - Documents concerning (1) liquid assets transferred by the Systems to the Treasury, as required by Act 106; and (2) PayGo payments for the period of July 1, 2017 through June 30, 2020.
 - Documents, models, or analyses used to estimate the expected level of PayGo payments for fiscal years 2017 through 2020.
 - Documents, models, or analyses used to estimate the ERS and TRS legacy liabilities as of June 30, 2017 or periods thereafter.
 - Documents, models, or analysis, including but not limited to dynamic spreadsheets or charts, underlying all of the figures provided in the Milliman valuation reports, including but not limited to the figures in the ERS Milliman June 30, 2017 Valuation Report (PR-INSURERS2004-0001913) and the TRS Milliman June 30, 2017 Valuation Report (PR-INSURERS2004-0002682).
 - Account-opening documents and bank account statements for the PayGo System accounts, similar to the bank account statement for Banco Popular Account ending in -8059 that was produced in the *ERS v. Altair* litigation (PR-ERS-00000001).
 - Documents regarding any actuarial adjustments impacting total pension liability as of June 30, 2017 or periods thereafter.
 - Documents that discuss whether there is a "cash out" option for prior or current plans and, if so, the number of employees that have decided to cash out and documents concerning any analysis/adjustments Milliman or other consultants undertook to account for the cash out option.
- **Rule 2004 Request No. 22:** *Documents sufficient to show Pension Systems' member census data, including the number of active, retired, disabled, and terminated vested members or beneficiaries and the place of residence, average age, average salary, average creditable service, and average monthly benefits received for members in each such category.*
 - We have previously requested updated census data, and AAFAF provided additional census data in its 6/18 production. However, the spreadsheets containing this additional census data appear to be incomplete, as they are missing information concerning, for example, the total number of retirees, the total number of eligible employees, and each participant's benefits. We therefore request the production of full census data and plan participant data as of June 30, 2017 for each System, to whatever extent available.
- **Rule 2004 Request No. 23:** *All documents, communications, studies, data, and/or analyses concerning pension payments or claims determined or alleged to be fraudulent.*
 - We have previously requested documents sufficient to identify the individuals responsible for identifying and investigating fraudulent pension claims. We reiterate our previous request and also request documents sufficient to show the cost paid by the Commonwealth for the last two full audits of each public pension system.

We look forward to discussing these points further during Thursday's meet-and-confer.

Best,
Alex

From: Stafford, Laura <lstafford@proskauer.com>
Sent: Tuesday, July 7, 2020 4:01 PM
To: Paslawsky, Alexandra <APaslawsky@milbank.com>; Pocha, Madhu <mpocha@omm.com>; Dalsen, William D. <wdalsen@proskauer.com>; McKeen, Elizabeth L. <emckeen@omm.com>; Roth, Joseph L. <jroth@omm.com>; Holm, Richard <rholm@omm.com>; Friedman, Peter <pfriedman@omm.com>; Pavel, Ashley <apavel@omm.com>; Dale, Margaret A. <mdale@proskauer.com>
Cc: Miller, Atara <AMiller@milbank.com>; Mainland, Grant <GMainland@milbank.com>; Hughes, John <JHughes2@milbank.com>; O'Reilly, Elizabeth <eoreilly@milbank.com>; Andrew K. Glenn <AGlenn@kasowitz.com>; Olga Lucia Fuentes Skinner <OFuentes@kasowitz.com>; Rosen, Jackie <jrosen@milbank.com>
Subject: [EXT] RE: PR - Pensions Discovery Motions

Counsel – Please see the attached correspondence.

From: Paslawsky, Alexandra <APaslawsky@milbank.com>
Sent: Monday, July 6, 2020 6:08 PM
To: Stafford, Laura <lstafford@proskauer.com>; Pocha, Madhu <mpocha@omm.com>; Dalsen, William D. <wdalsen@proskauer.com>; McKeen, Elizabeth L. <emckeen@omm.com>; Roth, Joseph L. <jroth@omm.com>; Holm, Richard <rholm@omm.com>; Friedman, Peter <pfriedman@omm.com>; Pavel, Ashley <apavel@omm.com>; Dale, Margaret A. <mdale@proskauer.com>
Cc: Miller, Atara <AMiller@milbank.com>; Mainland, Grant <GMainland@milbank.com>; Hughes, John <JHughes2@milbank.com>; O'Reilly, Elizabeth <eoreilly@milbank.com>; Andrew K. Glenn <AGlenn@kasowitz.com>; Olga Lucia Fuentes Skinner <OFuentes@kasowitz.com>; Rosen, Jackie <jrosen@milbank.com>
Subject: RE: PR - Pensions Discovery Motions

This email originated from outside the Firm.

Thanks, Laura. Let's say Thursday at 6pm EST. We'll send a dial-in.

From: Stafford, Laura <lstafford@proskauer.com>

Sent: Monday, July 6, 2020 11:01 AM

To: Paslawsky, Alexandra <APaslawsky@milbank.com>; Pocha, Madhu <mpocha@omm.com>; Dalsen, William D. <wdalsen@proskauer.com>; McKeen, Elizabeth L. <emckeen@omm.com>; Roth, Joseph L. <jroeth@omm.com>; Holm, Richard <rholm@omm.com>; Friedman, Peter <pfriedman@omm.com>; Pavel, Ashley <apavel@omm.com>; Dale, Margaret A. <mdale@proskauer.com>

Cc: Miller, Atara <AMiller@milbank.com>; Mainland, Grant <GMainland@milbank.com>; Hughes, John <JHughes2@milbank.com>; O'Reilly, Elizabeth <eoreilly@milbank.com>; Andrew K. Glenn <AGlenn@kasowitz.com>; Olga Lucia Fuentes Skinner <OFuentes@kasowitz.com>; Rosen, Jackie <jrosen@milbank.com>

Subject: [EXT] RE: PR - Pensions Discovery Motions

Alex – The Government Parties are available on Wednesday, July 8, after 4pm ET. We can also be available on Thursday, July 9, after 3:45pm ET.

From: Paslawsky, Alexandra <APaslawsky@milbank.com>

Sent: Sunday, July 5, 2020 6:57 PM

To: Stafford, Laura <lstafford@proskauer.com>; Pocha, Madhu <mpocha@omm.com>; Dalsen, William D. <wdalsen@proskauer.com>; McKeen, Elizabeth L. <emckeen@omm.com>; Roth, Joseph L. <jroeth@omm.com>; Holm, Richard <rholm@omm.com>; Friedman, Peter <pfriedman@omm.com>; Pavel, Ashley <apavel@omm.com>; Dale, Margaret A. <mdale@proskauer.com>

Cc: Miller, Atara <AMiller@milbank.com>; Mainland, Grant <GMainland@milbank.com>; Hughes, John <JHughes2@milbank.com>; O'Reilly, Elizabeth <eoreilly@milbank.com>; Andrew K. Glenn <AGlenn@kasowitz.com>; Olga Lucia Fuentes Skinner <OFuentes@kasowitz.com>; Rosen, Jackie <jrosen@milbank.com>

Subject: RE: PR - Pensions Discovery Motions

This email originated from outside the Firm.

All:

I'm following up on the below. Can you please let us know your availability to meet and confer on pensions on Wednesday, July 8?

Best regards,
Alex

From: Paslawsky, Alexandra

Sent: Wednesday, July 1, 2020 4:30 PM

To: 'Stafford, Laura' <lstafford@proskauer.com>; 'Pocha, Madhu' <mpocha@omm.com>; 'Dalsen, William D.' <wdalsen@proskauer.com>; 'McKeen, Elizabeth L.' <emckeen@omm.com>; 'Roth, Joseph L.' <jroeth@omm.com>; 'Holm, Richard' <rholm@omm.com>; 'Friedman, Peter' <pfriedman@omm.com>; 'Pavel, Ashley' <apavel@omm.com>; 'Dale, Margaret A.' <mdale@proskauer.com>

Cc: Miller, Atara <AMiller@milbank.com>; Mainland, Grant <GMainland@milbank.com>; Hughes, John <JHughes2@milbank.com>; O'Reilly, Elizabeth <eoreilly@milbank.com>; 'Andrew K. Glenn' <AGlenn@kasowitz.com>; 'Olga Lucia Fuentes Skinner' <OFuentes@kasowitz.com>; Rosen, Jackie <jrosen@milbank.com>

Subject: PR - Pensions Discovery Motions

All:

Can you please let us know your availability to meet and confer on pensions on Wednesday, July 8? We have a strong preference for a call before noon, if possible. Thank you.

Regards,
Alex

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